

Hearing Date: December 10, 2009
Hearing Time: 10:00 a.m. (prevailing Eastern time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11	
	:		
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)	
	:		
	:	(Jointly Administered)	
Reorganized Debtors.	:		
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REORGANIZED DEBTORS' OMNIBUS REPLY IN SUPPORT OF THIRTY-EIGHTH
OMNIBUS OBJECTION PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 3007
TO (I) EXPUNGE CERTAIN (A) EQUITY INTERESTS, (B) BOOKS AND
RECORDS CLAIMS, (C) UNTIMELY CLAIMS, (D) PENSION, BENEFIT,
AND OPEB CLAIMS, AND (E) WORKERS' COMPENSATION CLAIMS
AND (II) MODIFY AND ALLOW CERTAIN CLAIMS

("REORGANIZED DEBTORS' OMNIBUS REPLY IN SUPPORT OF
THIRTY-EIGHTH OMNIBUS CLAIMS OBJECTION")

DPH Holdings Corp. ("DPH Holdings") and certain of its affiliated reorganized debtors in the above-captioned cases (together with DPH Holdings, the "Reorganized Debtors") hereby submit this Omnibus Reply In Support Of Thirty-Eighth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain (A) Equity Interests, (B) Books And Records Claims, (C) Untimely Claims, (D) Pension, Benefit, And OPEB Claims, And (E) Workers' Compensation Claims And (II) Modify And Allow Certain Claims (the "Thirty-Eighth Omnibus Claims Objection" or the "Objection"),¹ and respectfully represent as follows:

1. The Reorganized Debtors filed the Thirty-Eighth Omnibus Claims Objection on November 6, 2009, seeking entry of an order (a) disallowing and expunging certain Claims because (i) they were filed by holders of Delphi Corporation common stock solely on account of such holders' stock holdings, (ii) they assert liabilities and dollar amounts that are not reflected on the Reorganized Debtors' books and records,² (iii) they were untimely filed pursuant to the Bar Date Order, (iv) they assert liabilities owing in connection with the Debtors' pension plans and other benefits programs and the Debtors are not liable for such Claims, and (v) they were asserted by individual current or former employees of the Debtors for workers' compensation benefits not reflected on the Reorganized Debtors' books and records, and (b) modifying and/or allowing certain "Claims," as that term is defined in 11 U.S.C. § 101(5), pursuant to section 502(b) of the Bankruptcy Code and Bankruptcy Rule 3007.

¹ Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Thirty-Eighth Omnibus Claims Objection.

² Pursuant to article 11.1 of the Modified Plan, the Reorganized Debtors now hold the Debtors' books and records.

2. The Reorganized Debtors sent to each claimant whose proof of claim is subject to an objection pursuant to the Thirty-Eighth Omnibus Claims Objection a personalized Notice Of Objection To Claim, which specifically identified such claimant's proof of claim that is subject to an objection and the basis for such objection. Responses to the Thirty-Eighth Omnibus Claims Objection were due by 4:00 p.m. (prevailing Eastern time) on December 3, 2009.

3. As of December 9, 2009 at 12:00 p.m. (prevailing Eastern time), the Reorganized Debtors had received nine responses (collectively, the "Responses") to the Thirty-Eighth Omnibus Claims Objection. In the aggregate, the Responses cover 12 Claims. Attached hereto as Exhibit A is a chart summarizing each of the Responses and listing the 12 Claims for which a Response was filed. Pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections to Claims (Docket No. 6089) entered on December 6, 2006 (the "Claims Objection Procedures Order"), the hearing with respect to each of the 12 Claims covered by the Responses will be adjourned to a sufficiency hearing or claims objection hearing, as appropriate, to determine the disposition of each such Claim.

4. In addition, the Reorganized Debtors are withdrawing the Thirty-Eighth Omnibus Claims Objection with respect to the following two Claims: (a) proof of claim number 1420 filed by Pioneer North America, Inc. and subsequently transferred to Whitebox Hedged High Yield Partners LP and (b) proof of claim number 16818 filed by Kilroy Realty LP.

5. Attached hereto as Exhibit B is a revised proposed order (the "Revised Proposed Order")³ in respect of the Thirty-Eighth Omnibus Claims Objection which reflects the adjournment of the hearings on the Claims for which Responses were filed. Such adjournment will be without prejudice to the Reorganized Debtors' right to assert that any of such Responses was untimely or otherwise deficient under the Claims Objection Procedures Order.

6. In addition to the Responses, the Reorganized Debtors also received informal letters, e-mails, and telephone calls from various parties questioning the relief requested in the Thirty-Eighth Omnibus Claims Objection and seeking to reserve certain of their rights with respect thereto (the "Informal Responses"). The Reorganized Debtors believe that all the concerns expressed by the Informal Responses have been adequately resolved.

7. Except for those Claims with respect to which the hearings have been adjourned to future dates, the Reorganized Debtors believe that the Revised Proposed Order adequately addresses the issues raised by the respondents. Thus, the Debtors request that the Court grant the relief requested by the Reorganized Debtors and enter the Revised Proposed Order.

³ Attached hereto as Exhibit C is a copy of the Revised Proposed Order marked to show revisions to the form of proposed order that was submitted with the Thirty-Eighth Omnibus Claims Objection.

WHEREFORE the Reorganized Debtors respectfully request that this Court (a) enter the Revised Proposed Order, (b) adjourn the hearing with respect to all Claims for which a Response was filed pursuant to the Claims Objection Procedures Order, and (c) grant the Reorganized Debtors such other and further relief as is just.

Dated: New York, New York
December 9, 2009

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

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- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti

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New York, New York 10036
(212) 735-3000

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

Exhibit A

(Response Summary Chart)

Exhibit A

In re DPH Holdings Corp., et al., Case No. 05-44481 (RDD)

***Responses To The Reorganized Debtors' Thirty-Eighth Omnibus Claims Objection (the "Objection")
Organized By Respondent¹***

	RESPONSE	PROOF OF CLAIM NOS.	SUMMARY OF RESPONSE	BASIS FOR OBJECTION	TREATMENT ²
1.	Dallas County and Tarrant County, Texas (Docket No. 19121)	19324, 19325	Dallas County and Tarrant County, Texas (collectively, the "Taxing Authorities") disagree with the Reorganized Debtors' Objection to disallow and expunge proofs of claim nos. 19324 and 19325. The Taxing Authorities assert that it is not necessary to file any responses, but that they do so out of an abundance of caution. The Taxing Authorities assert that if their claims are disallowed as untimely, their liens would survive and that the Reorganized Debtors are required to segregate all assets and/or proceeds from the sale of assets which secure payment of taxes owed to the Taxing Authorities.	Untimely Claims	Adjourn
2.	Michigan Department of Environmental Quality (Docket No. 19132)	15785	The Michigan Department of Environmental Quality (the "MDEQ") disagrees with the Reorganized Debtors' Objection to disallow and expunge proof of claim no. 15785. The MDEQ asserts that its timely filed claims serve as <u>prima facie</u> evidence of the validity and amount of the claims.	Books And Records Claims	Adjourn
3.	Kautex Inc. (Docket No. 19139)	12140	Kautex Inc. ("Kautex") disagrees with the Reorganized Debtors' Objection to disallow and expunge proof of claim no. 12140.	Books And Records Claims	Adjourn

¹ This chart reflects all Responses received by the Reorganized Debtors as of December 9, 2009 at 12:00 p.m. (prevailing Eastern time).

² This chart reflects all resolutions or proposals as of December 9, 2009 at 12:00 p.m. (prevailing Eastern time).

	RESPONSE	PROOF OF CLAIM NOS.	SUMMARY OF RESPONSE	BASIS FOR OBJECTION	TREATMENT ²
			Kautex asserts that its timely filed claim serves as <u>prima facie</u> evidence of the validity and amount of the claims.		
4.	Ohio Environmental Protection Agency (Docket No. 19142)	15345	The Ohio Environmental Protection Agency (the "Ohio EPA") disagrees with the Reorganized Debtors' Objection to disallow and expunge proof of claim no. 15345. The Ohio EPA asserts that its timely filed claim serves as <u>prima facie</u> evidence of the validity and amount of its claim.	Books And Records Claims	Adjourn
5.	Apple Inc., Apple Computer International, and Hon Hai Precision Industry Company Ltd. (Docket No. 19145)	16778	Apple Inc., Apple Computer International, and Hon Hai Precision Industry Company Ltd. (collectively, "Apple") disagrees with the Reorganized Debtors' Objection to disallow and expunge proof of claim no. 16778. Apple asserts that its timely filed claim serves as <u>prima facie</u> evidence of the validity and amount of the claims.	Books And Records Claims	Adjourn
6.	Lance Weber (Docket No. 19149)	18603	Lance Weber disagrees with the Reorganized Debtors' Objection to disallow and expunge proof of claim no. 18603 and requests that his equity interest be considered a claim.	Equity Interest	Adjourn
7.	Robert Stasik (Docket No. 19150)	13096	Robert Stasik disagrees with the Reorganized Debtors' Objection to disallow and expunge proof of claim no. 13096 and requests that this his claim not be expunged while his claim is unsettled in the Division of Workers' Compensation, Middlesex County, New Jersey.	Workers' Compensation Claims	Adjourn
8.	Hyundai Motor Company and Hyundai Motor America (Docket No. 19151)	15585, 15589	Hyundai Motor Company and Hyundai Motor America ("Hyundai") disagree with the Reorganized Debtors' Objection to disallow and expunge proofs of claim nos. 15585 and 15589. Hyundai asserts that the information contained in its proofs of claim serves as <u>prima facie</u> evidence of the validity and amount of its claims.	Books And Records Claims	Adjourn

	RESPONSE	PROOF OF CLAIM NOS.	SUMMARY OF RESPONSE	BASIS FOR OBJECTION	TREATMENT ²
9.	City of Olathe, Kansas (Docket No. 19152)	14825, 14826	The City of Olathe, Kansas (the "City of Olathe") disagrees with the Reorganized Debtors' Objection to disallow and expunge proofs of claim nos. 14825 and 14826. The City of Olathe asserts that its proofs of claim are adequately supported and documented and set forth viable claims.	Books And Records Claims	Adjourn

Exhibit B

(Revised Proposed Order)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Reorganized Debtors.	:	
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ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 3007 TO
(I) EXPUNGE CERTAIN (A) EQUITY INTERESTS, (B) BOOKS AND
RECORDS CLAIMS, (C) UNTIMELY CLAIMS, (D) PENSION, BENEFIT,
AND OPEB CLAIMS, AND (E) WORKERS' COMPENSATION CLAIMS
AND (II) MODIFY AND ALLOW CERTAIN CLAIMS

("THIRTY-EIGHTH OMNIBUS CLAIMS OBJECTION ORDER")

Upon the Thirty-Eighth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And
Fed. R. Bankr. P. 3007 To (I) Expunge Certain (A) Equity Interests, (B) Books And Records
Claims, (C) Untimely Claims, (D) Pension, Benefit, And OPEB Claims, And (E) Workers'
Compensation Claims And (II) Modify And Allow Certain Claims (the "Thirty-Eighth Omnibus
Claims Objection" or the "Objection")¹ of DPH Holdings Corp. and certain of its affiliated
reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"); and
upon the record of the hearing held on the Thirty-Eighth Omnibus Claims Objection; and after
due deliberation thereon; and good and sufficient cause appearing therefor,

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Thirty-Eighth Omnibus Claims Objection.

IT IS HEREBY FOUND AND DETERMINED THAT:²

A. Each holder of a claim, as such term is defined in 11 U.S.C. § 101(5) (as to each, a "Claim"), listed on Exhibits A, B, C, D, E, F, G-1, G-2, G-3, and G-4 hereto was properly and timely served with a copy of the Thirty-Eighth Omnibus Claims Objection, a personalized Notice Of Objection To Claim, a copy of the Order Pursuant to 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order"), the proposed order granting the Thirty-Eighth Omnibus Claims Objection, and notice of the deadline for responding to the Thirty-Eighth Omnibus Claims Objection. No other or further notice of the Thirty-Eighth Omnibus Claims Objection is necessary.

B. This Court has jurisdiction over the Thirty-Eighth Omnibus Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334. The Thirty-Eighth Omnibus Claims Objection is a core proceeding under 28 U.S.C. § 157(b)(2). Venue of these cases and the Thirty-Eighth Omnibus Claims Objection in this district is proper under 28 U.S.C. §§ 1408 and 1409.

C. The Claim listed on Exhibit A asserts a liability based on ownership of Delphi Corporation common stock, which constitutes an equity interest in Delphi Corporation, but does not constitute a claim against the Debtors (the "Equity Interests").

² Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

D. The Claims listed on Exhibit B assert liabilities and dollar amounts for which the Debtors are not liable and that are not owing pursuant the Reorganized Debtors' books and records (the "Books and Records Claims").

E. The Claims listed on Exhibit C were not timely filed pursuant to the Bar Date Order (the "Untimely Claims").

F. The Claims listed on Exhibit D assert liabilities in connection with the Debtors' pension plans, employee benefit programs, and post-retirement health and life insurance benefit programs that have been cancelled and for which the Debtors are not liable (the "Pension, Benefit, And OPEB Claims").

G. The Claims listed on Exhibit E were filed by individual current or former employees for workers' compensation benefits that asserted liabilities or dollar amounts for which the Debtors are not liable and that are not owing pursuant to the Reorganized Debtors' books and records (the "Workers' Compensation Claims").

H. The Claims listed on Exhibit F assert liabilities that the Reorganized Debtors propose to allow either because the proposed allowed amount and class and the Debtor against which the Claim is proposed to be allowed matches the Reorganized Debtors' books and records or the proposed allowance constitutes a reasonable compromise (the "Allowed Claims").

1. Exhibit G hereto sets forth the formal name of the Debtor entity and its associated bankruptcy case number referenced on Exhibit F. Exhibit H sets forth each of the Claims referenced on Exhibits A, B, C, D, E, F, G-1, G-2, G-3, and G-4 in alphabetical order by Claimant and cross-references each such Claim by (a) proof of claim number and (b) basis of objection.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED
THAT:

2. The Equity Interest listed on Exhibit A hereto is hereby disallowed and expunged in its entirety.

3. Each Books and Records Claim listed on Exhibit B hereto is hereby disallowed and expunged in its entirety.

4. Each Untimely Claim listed on Exhibit C hereto is hereby disallowed and expunged in its entirety.

5. Each Pension, Benefit, And OPEB Claim listed on Exhibit D hereto is hereby disallowed and expunged in its entirety.

6. Each Workers' Compensation Claim listed on Exhibit E hereto is hereby disallowed and expunged in its entirety.

7. Each Allowed Claim listed on Exhibit F hereto is hereby allowed to reflect the amount, classification, and Debtor listed in the "Claim As Allowed" column of Exhibit F.

8. With respect to each Claim for which a Response to the Thirty-Eighth Omnibus Claims Objection has been filed and served, as listed on Exhibits G-1, G-2, G-3, and G-4 hereto, and which has not been resolved by the parties, the hearing regarding the objection to such Claims shall be adjourned to a future date to be noticed by the Reorganized Debtors consistent with and subject to the Claims Objection Procedures Order; provided, however, that such adjournment shall be without prejudice to the Reorganized Debtors' right to assert that any such Response was untimely or otherwise deficient under the Claims Objection Procedures Order.

9. Entry of this order is without prejudice to the Reorganized Debtors' rights to object, on any grounds whatsoever, to any other claims in these chapter 11 cases or to further object to Claims that are the subject of the Thirty-Eighth Omnibus Claims Objection except as such claims may have been settled and allowed.

10. This Court shall retain jurisdiction over the Reorganized Debtors and the holders of Claims subject to the Thirty-Eighth Omnibus Claims Objection to hear and determine all matters arising from the implementation of this order.

11. Each of the objections by the Reorganized Debtors to each Claim addressed in the Thirty-Eighth Omnibus Claims Objection and attached hereto as Exhibits A, B, C, D, E, and F constitutes a separate contested matter as contemplated by Fed. R. Bankr. P. 9014. This order shall be deemed a separate order with respect to each Claim that is the subject of the Thirty-Eighth Omnibus Claims Objection. Any stay of this order shall apply only to the contested matter which involves such Claim and shall not act to stay the applicability or finality of this order with respect to the other contested matters covered hereby.

12. Kurtzman Carson Consultants LLC is hereby directed to serve this order, including exhibits, in accordance with the Claims Objection Procedures Order.

Dated: New York, New York
December __, 2009

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A - EQUITY INTEREST

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	ASSERTED CLAIM AMOUNT *	DATE FILED	DOCKETED DEBTOR
JOHN H HALBERG AND DOLORES L HALBERG TR HALBERG FAM LIVING TRUST UA 121495 710 BALTHROPE RD NEWPORT NEWS, VA 23608-1905	19456	Secured: Priority: Administrative: Unsecured: UNL Total: UNL	07/22/2009	DELPHI CORPORATION (05-44481)
Total:		1		UNL

* "UNL" denotes an unliquidated claim.

EXHIBIT B - BOOKS AND RECORDS CLAIMS

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	ASSERTED CLAIM AMOUNT *	DATE FILED	DOCKETED DEBTOR
AMERICAN INTERNATIONAL GROUP INC AND ITS RELATED ENTITIES AIG LAW DEPARTMENT BANKRUPTCY DAVID A LEVIN ESQ 70 PINE ST 31ST FL NEW YORK, NY 10270	1373	Secured: UNL Priority: Administrative: Unsecured: _____ Total: UNL	12/29/2005	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
DAIMLERCHRYSLER CORPORATION JAY SELANDERS DANIELS & KAPLAN PC 2405 GRAND BLVD STE 900 KANSAS CITY, MO 64108-2519	15628	Secured: \$5,013,211.81 Priority: Administrative: Unsecured: _____ Total: \$5,013,211.81	07/31/2006	DELPHI CORPORATION (05-44481)
DAIMLERCHRYSLER CORPORATION JAY SELANDERS DANIELS & KAPLAN PC 2405 GRAND BLVD STE 900 KANSAS CITY, MO 64108-2519	14169	Secured: Priority: Administrative: Unsecured: UNL Total: UNL	07/31/2006	DELPHI CORPORATION (05-44481)
HONDA OF CANADA MFG A DIVISION OF HONDA CANADA INC C/O ROBERT A BELL JR ESQ VORYS SATER SEYMOUR AND PEASE LLP 52 E GAY ST PO BOX 1008 COLUMBUS, OH 43215	11291	Secured: Priority: Administrative: Unsecured: \$7,997,084.12 Total: \$7,997,084.12	07/27/2006	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
KILROY REALTY LP C/O ALAN E MARDER ROSEN SLOME MARDER LLP 333 EARLE OVINGTON BLVD STE 901 UNIONDALE, NY 11553-3622	16819	Secured: Priority: Administrative: Unsecured: \$2,186,444.67 Total: \$2,186,444.67	04/23/2008	PACKARD HUGHES INTERCONNECT COMPANY (05-44626)
LIQUIDITY SOLUTIONS INC DANA P KANE DBA DEFINED BENEFIT ONE UNIVERSITY PLAZA STE 312 HACKENSACK, NJ 07601	16816	Secured: Priority: Administrative: Unsecured: \$100,000.00 Total: \$100,000.00	05/28/2008	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)

Total: 6 \$15,296,740.60

* "UNL" denotes an unliquidated claim.

EXHIBIT C - UNTIMELY CLAIMS

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	ASSERTED CLAIM AMOUNT	DATE FILED	DOCKETED DEBTOR
BARTHOLOMEW COUNTY TREASURER PO BOX 1986 COLUMBUS, IN 47202-1986	19315	Secured: Priority: \$240.38 Administrative: Unsecured: _____ Total: \$240.38	07/14/2009	DELPHI CORPORATION (05-44481)
BARTHOLOMEW COUNTY TREASURER PO BOX 1986 COLUMBUS, IN 47202-1986	19316	Secured: Priority: \$5.00 Administrative: Unsecured: _____ Total: \$5.00	07/14/2009	DELPHI CORPORATION (05-44481)
BEHR HELLA THERMOCONTROL INC ATTN BHAVANI TATA 43811 PLYMOUTH OAKS BLVD PLYMOUTH TOWNSHIP, MI 48170	19141	Secured: Priority: Administrative: Unsecured: \$491,298.90 Total: \$491,298.90	07/15/2009	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)

Total: 3 \$491,544.28

EXHIBIT D - PENSION, BENEFIT, AND OPEB CLAIMS

CREDITOR'S NAME AND ADDRESS *	CLAIM NUMBER	ASSERTED CLAIM AMOUNT **	DATE FILED	DOCKETED DEBTOR
ALLEN EDWARD	7240	Secured: Priority: Administrative: Unsecured: _____ UNL Total: _____ UNL	05/31/2006	DELPHI CORPORATION (05-44481)
CARRILLO SERGIO L	11254	Secured: Priority: \$10,000.00 Administrative: Unsecured: _____ \$340,000.00 Total: _____ \$350,000.00	07/27/2006	DELPHI CORPORATION (05-44481)
CORNWELL JR WILLIAM D	16806	Secured: Priority: Administrative: Unsecured: _____ \$616,065.45 Total: _____ \$616,065.45	02/14/2008	DELPHI CORPORATION (05-44481)
FARLESS REBECCA S	12220	Secured: Priority: _____ UNL Administrative: Unsecured: _____ Total: _____ UNL	07/28/2006	DELPHI CORPORATION (05-44481)
GALLEY CHRISTOPHER D	13531	Secured: Priority: _____ UNL Administrative: Unsecured: _____ Total: _____ UNL	07/31/2006	DELPHI CORPORATION (05-44481)
GREEN THOMAS	13539	Secured: Priority: \$2,786,362.00 Administrative: Unsecured: _____ Total: _____ \$2,786,362.00	07/31/2006	DELPHI CORPORATION (05-44481)
HEIMAN JAMES M	15245	Secured: Priority: Administrative: Unsecured: _____ \$6,667.00 Total: _____ \$6,667.00	07/31/2006	DELPHI CORPORATION (05-44481)
JENKINS WILLIAM M	16797	Secured: Priority: Administrative: Unsecured: _____ \$174,063.76 Total: _____ \$174,063.76	01/31/2008	DELPHI CORPORATION (05-44481)

* The addresses of the creditors on this exhibit have been intentionally omitted for privacy reasons.

** "UNL" denotes an unliquidated claim.

EXHIBIT D - PENSION, BENEFIT, AND OPEB CLAIMS

CREDITOR'S NAME AND ADDRESS *	CLAIM NUMBER	ASSERTED CLAIM AMOUNT **	DATE FILED	DOCKETED DEBTOR
MACIAK MARYBETH B	13414	Secured: Priority: UNL Administrative: Unsecured: _____ Total: UNL	07/31/2006	DELPHI CORPORATION (05-44481)
MCCLAIN YEVETTE	5416	Secured: Priority: Administrative: Unsecured: UNL Total: UNL	05/10/2006	DELPHI CORPORATION (05-44481)

Total: 10 \$3,933,158.21

* The addresses of the creditors on this exhibit have been intentionally omitted for privacy reasons.

** "UNL" denotes an unliquidated claim.

EXHIBIT E - WORKERS' COMPENSATION CLAIMS

CREDITOR'S NAME AND ADDRESS *	CLAIM NUMBER	ASSERTED CLAIM AMOUNT **	DATE FILED	DOCKETED DEBTOR
BARRETT NORMA	10833	Secured: Priority: Administrative: Unsecured: _____ UNL Total: _____ UNL	07/25/2006	DELPHI CORPORATION (05-44481)
BOBBY OGLESBY	18340	Secured: Priority: Administrative: Unsecured: _____ UNL Total: _____ UNL	07/03/2009	DELPHI CORPORATION (05-44481)
COWART THOMAS	6511	Secured: Priority: Administrative: Unsecured: _____ \$348,384.00 Total: _____ \$348,384.00	05/22/2006	DELPHI CORPORATION (05-44481)
DELLINGER JAMES R	9022	Secured: Priority: Administrative: Unsecured: _____ UNL Total: _____ UNL	07/05/2006	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
DENNIS GARY G	8318	Secured: Priority: Administrative: Unsecured: _____ UNL Total: _____ UNL	06/21/2006	DELPHI CORPORATION (05-44481)
FAGAN THOMAS	9158	Secured: Priority: Administrative: Unsecured: _____ \$25,363.97 Total: _____ \$25,363.97	07/10/2006	DELPHI CORPORATION (05-44481)
GARCIA ANGELINA	9590	Secured: Priority: Administrative: Unsecured: _____ UNL Total: _____ UNL	07/17/2006	DELPHI CORPORATION (05-44481)
GOAD JAMES D	8645	Secured: Priority: Administrative: Unsecured: _____ UNL Total: _____ UNL	06/27/2006	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)

* The addresses of the creditors on this exhibit have been intentionally omitted for privacy reasons.

** "UNL" denotes an unliquidated claim.

EXHIBIT E - WORKERS' COMPENSATION CLAIMS

CREDITOR'S NAME AND ADDRESS *	CLAIM NUMBER	ASSERTED CLAIM AMOUNT **	DATE FILED	DOCKETED DEBTOR
GRAI JAMES	13163	Secured: Priority: Administrative: Unsecured: _____ UNL Total: _____ UNL	07/28/2006	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
HOLLEY ESTELLE	13157	Secured: Priority: Administrative: Unsecured: _____ UNL Total: _____ UNL	07/28/2006	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
JONES ANITA	13142	Secured: Priority: Administrative: Unsecured: _____ UNL Total: _____ UNL	07/28/2006	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
LINDEMUTH JESSICA	8309	Secured: Priority: Administrative: Unsecured: _____ UNL Total: _____ UNL	06/21/2006	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
LOVELL SEBRENA	8753	Secured: Priority: Administrative: Unsecured: _____ UNL Total: _____ UNL	06/29/2006	DELPHI CORPORATION (05-44481)
PRESCOTT MARK	13116	Secured: Priority: Administrative: Unsecured: _____ UNL Total: _____ UNL	07/28/2006	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
RUMORA FRANK	6964	Secured: Priority: Administrative: Unsecured: _____ UNL Total: _____ UNL	05/30/2006	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
TANCEUSZ DAWN	13096	Secured: Priority: Administrative: Unsecured: _____ UNL Total: _____ UNL	07/28/2006	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)

* The addresses of the creditors on this exhibit have been intentionally omitted for privacy reasons.

** "UNL" denotes an unliquidated claim.

EXHIBIT E - WORKERS' COMPENSATION CLAIMS

CREDITOR'S NAME AND ADDRESS *	CLAIM NUMBER	ASSERTED CLAIM AMOUNT **	DATE FILED	DOCKETED DEBTOR
TURNER KENNETH W	9164	Secured: Priority: Administrative: Unsecured: <u>\$323,584.09</u> Total: <u>\$323,584.09</u>	07/10/2006	DELPHI CORPORATION (05-44481)
ULMAN BRADLEY	3442	Secured: Priority: Administrative: Unsecured: <u>UNL</u> Total: <u>UNL</u>	05/01/2006	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
WILSON DENISE	8896	Secured: Priority: <u>UNL</u> Administrative: Unsecured: <u>UNL</u> Total: <u>UNL</u>	07/05/2006	DELPHI CORPORATION (05-44481)
Total:		19		\$697,332.06

* The addresses of the creditors on this exhibit have been intentionally omitted for privacy reasons.

** "UNL" denotes an unliquidated claim.

EXHIBIT F - ALLOWED CLAIMS

CLAIM TO BE ALLOWED ***	CLAIM AS DOCKETED **	CLAIM AS ALLOWED												
Claim: 15722 Date Filed: 07/31/2006 Docketed Total: \$2.33 Filing Creditor Name: CARMEN J MANDATO 2645 EAST 112 ST CLEVELAND, OH 44104-2665	Claim Holder Name CARMEN J MANDATO 2645 EAST 112 ST CLEVELAND, OH 44104-2665 <table><tr><td><u>Case Number*</u></td><td><u>Secured</u></td><td><u>Priority</u></td><td><u>Unsecured</u></td></tr><tr><td>05-44481</td><td></td><td></td><td>\$2.33</td></tr><tr><td></td><td></td><td></td><td>\$2.33</td></tr></table>	<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>	05-44481			\$2.33				\$2.33	 <
<u>Case Number*</u>	<u>Secured</u>	<u>Priority</u>	<u>Unsecured</u>											
05-44481			\$2.33											
			\$2.33											

* See Exhibit H for a listing of debtor entities by case number.

** "UNL" denotes an unliquidated claim.

*** The addresses of certain of the creditors on this exhibit have been intentionally omitted for privacy reasons.

EXHIBIT G-1 - ADJOURNED EQUITY INTEREST

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	ASSERTED CLAIM AMOUNT *	DATE FILED	DOCKETED DEBTOR
LANCE W WEBER 41 PASSAIC AVE NORTH HALEDON, NJ 07508	18603	Secured: Priority: Administrative: Unsecured: <u>\$14,030.00</u> Total: <u>\$14,030.00</u>	07/14/2009	DELPHI CORPORATION (05-44481)
Total:		1		\$14,030.00

EXHIBIT G-2 - ADJOURNED BOOKS AND RECORDS CLAIMS

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	ASSERTED CLAIM AMOUNT *	DATE FILED	DOCKETED DEBTOR
APPLE INC APPLE COMPUTER INTERNATIONAL AND HON HAI PRECISION INDUSTRY COMPANY LTD EVELYN SHIMAZAKI SENIOR COUNSEL APPLE INC 1 INFINITE LOOP CUPERTINO, CA 95014	16778	Secured: \$7,035,552.42 Priority: UNL Administrative: Unsecured: UNL Total: \$7,035,552.42	01/10/2008	DELPHI CORPORATION (05-44481)
CITY OF OLATHE KANSAS PAUL D SINCLAIR SHUGHART THOMSON & KILROY PC 120 W 12TH ST STE 1800 KANSAS CITY, MO 64105	14826	Secured: Priority: Administrative: \$835,000.00 Unsecured: Total: \$835,000.00	07/31/2006	DELPHI CORPORATION (05-44481)
CITY OF OLATHE KANSAS PAUL D SINCLAIR SHUGHART THOMSON & KILROY PC 120 W 12TH ST STE 1800 KANSAS CITY, MO 64105	14825	Secured: Priority: Administrative: \$835,000.00 Unsecured: Total: \$835,000.00	07/31/2006	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)
HYUNDAI MOTOR AMERICA ATTN JASON R ERB ESQ SENIOR COUNSEL 10550 TALBERT AVE FOUNTAIN VALLEY, CA 92708-6031	15589	Secured: Priority: Administrative: Unsecured: UNL Total: UNL	07/31/2006	DELPHI CORPORATION (05-44481)
HYUNDAI MOTOR COMPANY ATTN JASON R ERB ESQ SENIOR COUNSEL 10550 TALBERT AVE FOUNTAIN VALLEY, CA 92708-6031	15585	Secured: Priority: Administrative: Unsecured: UNL Total: UNL	07/31/2006	DELPHI CORPORATION (05-44481)
KAUTEX INC JOHN BRACKEN TEXTRON INC 40 WESTMINSTER ST PROVIDENCE, RI 02903	12140	Secured: Priority: Administrative: Unsecured: \$1,113,768.00 Total: \$1,113,768.00	07/28/2006	DELPHI CORPORATION (05-44481)
MICHIGAN DEPARTMENT OF ENVIRONMENTAL QUALITY CELESTE R GILL ASST ATTORNEY GENERAL 6TH FLOOR WILLIAMS BLDG 525 W OTTAWA ST PO BOX 30755 LANSING, MI 48909	15785	Secured: Priority: Administrative: Unsecured: \$64,329.64 Total: \$64,329.64	08/02/2006	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)

* "UNL" denotes an unliquidated claim.

EXHIBIT G-2 - ADJOURNED BOOKS AND RECORDS CLAIMS

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	ASSERTED CLAIM AMOUNT *	DATE FILED	DOCKETED DEBTOR
OHIO ENVIRONMENTAL PROTECTION AGENCY MICHELLE T SUTTER OHIO ATTORNEY GENERAL ENVIRONMENTAL ENFORCEMENT SECTION 30 E BROAD ST 25TH FL COLUMBUS, OH 43215-3400	15345	Secured: Priority: UNL Administrative: Unsecured: _____ Total: UNL	07/31/2006	DELPHI AUTOMOTIVE SYSTEMS LLC (05-44640)

Total: 8 \$9,883,650.06

* "UNL" denotes an unliquidated claim.

EXHIBIT G-3 - ADJOURNED UNTIMELY CLAIMS

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	ASSERTED CLAIM AMOUNT *	DATE FILED	DOCKETED DEBTOR
DALLAS COUNTY ELIZABETH WELLER LINEBARGER GOGGAN BLAIR & SAMPSON LLP 2323 BRYAN ST STE 1600 DALLAS, TX 75201	19325	Secured: \$9,907.93 Priority: Administrative: Unsecured: _____ Total: \$9,907.93	07/16/2009	DELPHI CORPORATION (05-44481)
TARRANT COUNTY ELIZABETH WELLER LINEBARGER GOGGAN BLAIR & SAMPSON LLP 2323 BRYAN ST STE 1600 DALLAS, TX 75201	19324	Secured: \$314.88 Priority: Administrative: Unsecured: _____ Total: \$314.88	07/16/2009	DELPHI CORPORATION (05-44481)

Total: 2 \$10,222.81

EXHIBIT G-4 - ADJOURNED WORKERS' COMPENSATION CLAIM

CREDITOR'S NAME AND ADDRESS *	CLAIM NUMBER	ASSERTED CLAIM AMOUNT **	DATE FILED	DOCKETED DEBTOR
STASIK ROBERT	7658	Secured: Priority: Administrative: Unsecured: _____ UNL Total: _____ UNL	06/08/2006	DELPHI CORPORATION (05-44481)
Total:		1		UNL

* The address of the creditor on this exhibit has been intentionally omitted for privacy reasons.

** "UNL" denotes an unliquidated claim.

In re DPH Holdings Corp., et al.

Thirty-Eighth Omnibus Claims Objection

Case No. 05-44481 (RDD)

Exhibit H - Debtor Entity Reference

CASE NUMBER	DEBTOR ENTITY
05-44481	DELPHI CORPORATION

Exhibit I - Claimants And Related Claims Subject To Thirty-Eighth Omnibus Claims Objection

Claim Holder	Claim	Exhibit
ALLEN EDWARD	7240	EXHIBIT D - PENSION, BENEFIT, AND OPEB CLAIMS
AMERICAN INTERNATIONAL GROUP INC AND ITS RELATED ENTITIES	1373	EXHIBIT B - BOOKS AND RECORDS CLAIMS
APPLE INC APPLE COMPUTER INTERNATIONAL AND HON HAI PRECISION INDUSTRY COMPANY LTD	16778	EXHIBIT G-2 - ADJOURNED BOOKS AND RECORDS CLAIMS
BARRETT NORMA	10833	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
BARTHOLOMEW COUNTY TREASURER	19315	EXHIBIT C - UNTIMELY CLAIMS
BARTHOLOMEW COUNTY TREASURER	19316	EXHIBIT C - UNTIMELY CLAIMS
BEHR HELLA THERMOCONTROL INC	19141	EXHIBIT C - UNTIMELY CLAIMS
BOBBY OGLESBY	18340	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
CARMEN J MANDATO	15722	EXHIBIT F - ALLOWED CLAIMS
CARRILLO SERGIO L	11254	EXHIBIT D - PENSION, BENEFIT, AND OPEB CLAIMS
CITY OF OLATHE KANSAS	14825	EXHIBIT G-2 - ADJOURNED BOOKS AND RECORDS CLAIMS
CITY OF OLATHE KANSAS	14826	EXHIBIT G-2 - ADJOURNED BOOKS AND RECORDS CLAIMS
COMBINED HEALTH DISTRICT OF MONTGOMERY COUNTY	16001	EXHIBIT F - ALLOWED CLAIMS
CORNWELL JR WILLIAM D	16806	EXHIBIT D - PENSION, BENEFIT, AND OPEB CLAIMS
COWART THOMAS	6511	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
DAIMLERCHRYSLER CORPORATION	14169	EXHIBIT B - BOOKS AND RECORDS CLAIMS
DAIMLERCHRYSLER CORPORATION	15628	EXHIBIT B - BOOKS AND RECORDS CLAIMS
DALLAS COUNTY	19325	EXHIBIT G-3 - ADJOURNED UNTIMELY CLAIMS
DELLINGER JAMES R	9022	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
DENNIS GARY G	8318	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
FAGAN THOMAS	9158	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
FARLESS REBECCA S	12220	EXHIBIT D - PENSION, BENEFIT, AND OPEB CLAIMS
GALLEY CHRISTOPHER D	13531	EXHIBIT D - PENSION, BENEFIT, AND OPEB CLAIMS
GARCIA ANGELINA	9590	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
GOAD JAMES D	8645	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
GRAI JAMES	13163	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
GREEN THOMAS	13539	EXHIBIT D - PENSION, BENEFIT, AND OPEB CLAIMS
HEIMAN JAMES M	15245	EXHIBIT D - PENSION, BENEFIT, AND OPEB CLAIMS
HOLLEY ESTELLE	13157	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
HONDA OF CANADA MFG A DIVISION OF HONDA CANADA INC	11291	EXHIBIT B - BOOKS AND RECORDS CLAIMS
HYUNDAI MOTOR AMERICA	15589	EXHIBIT G-2 - ADJOURNED BOOKS AND RECORDS CLAIMS
HYUNDAI MOTOR COMPANY	15585	EXHIBIT G-2 - ADJOURNED BOOKS AND RECORDS CLAIMS
JENKINS WILLIAM M	16797	EXHIBIT D - PENSION, BENEFIT, AND OPEB CLAIMS
JOHN H HALBERG AND DOLORES L HALBERG TR	19456	EXHIBIT A - EQUITY INTEREST
JONES ANITA	13142	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
KAUTEX INC	12140	EXHIBIT G-2 - ADJOURNED BOOKS AND RECORDS CLAIMS
KILROY REALTY LP	16819	EXHIBIT B - BOOKS AND RECORDS CLAIMS
KNOBELSPIESSE ERNEST A	9137	EXHIBIT F - ALLOWED CLAIMS

Exhibit I - Claimants And Related Claims Subject To Thirty-Eighth Omnibus Claims Objection

Claim Holder	Claim	Exhibit
LANCE W WEBER	18603	EXHIBIT G-1 - ADJOURNED EQUITY INTEREST
LINDEMUTH JESSICA	8309	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
LIQUIDITY SOLUTIONS INC	16816	EXHIBIT B - BOOKS AND RECORDS CLAIMS
LOVELL SEBRENA	8753	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
MACIAK MARYBETH B	13414	EXHIBIT D - PENSION, BENEFIT, AND OPEB CLAIMS
MCCLAIN YEVETTE	5416	EXHIBIT D - PENSION, BENEFIT, AND OPEB CLAIMS
MCWEE CHARELS M	11882	EXHIBIT F - ALLOWED CLAIMS
MICHIGAN DEPARTMENT OF ENVIRONMENTAL QUALITY	15785	EXHIBIT G-2 - ADJOURNED BOOKS AND RECORDS CLAIMS
OHIO ENVIRONMENTAL PROTECTION AGENCY	15345	EXHIBIT G-2 - ADJOURNED BOOKS AND RECORDS CLAIMS
PRESCOTT MARK	13116	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
RUMORA FRANK	6964	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
STASIK ROBERT	7658	EXHIBIT G-4 - ADJOURNED WORKERS' COMPENSATION CLAIM
TANCEUSZ DAWN	13096	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
TARRANT COUNTY	19324	EXHIBIT G-3 - ADJOURNED UNTIMELY CLAIMS
TURNER KENNETH W	9164	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
ULMAN BRADLEY	3442	EXHIBIT E - WORKERS' COMPENSATION CLAIMS
WILSON DENISE	8896	EXHIBIT E - WORKERS' COMPENSATION CLAIMS

Exhibit C

(Marked Version of Revised Proposed Order)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Reorganized	:	
Debtors.	:	
-----	x	

ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 3007 TO
(I) EXPUNGE CERTAIN (A) EQUITY INTERESTS, (B) BOOKS AND
RECORDS CLAIMS, (C) UNTIMELY CLAIMS, (D) PENSION, BENEFIT,
AND OPEB CLAIMS, AND (E) WORKERS' COMPENSATION CLAIMS
AND (II) MODIFY AND ALLOW CERTAIN CLAIMS

("THIRTY-EIGHTH OMNIBUS CLAIMS OBJECTION ORDER")

Upon the Thirty-Eighth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And
Fed. R. Bankr. P. 3007 To (I) Expunge Certain (A) Equity Interests, (B) Books And Records
Claims, (C) Untimely Claims, (D) Pension, Benefit, And OPEB Claims, And (E) Workers'
Compensation Claims And (II) Modify And Allow Certain Claims (the "Thirty-Eighth Omnibus
Claims Objection" or the "Objection")¹ of DPH Holdings Corp. and certain of its affiliated
reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"); and
upon the record of the hearing held on the Thirty-Eighth Omnibus Claims Objection; and after due
deliberation thereon; and good and sufficient cause appearing therefor,

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the
Thirty-Eighth Omnibus Claims Objection.

IT IS HEREBY FOUND AND DETERMINED THAT:²

A. Each holder of a claim, as such term is defined in 11 U.S.C. § 101(5) (as to each, a "Claim"), listed on Exhibits A, B, C, D, E, F, G-1, G-2, G-3, and EG-4 hereto was properly and timely served with a copy of the Thirty-Eighth Omnibus Claims Objection, a personalized Notice Of Objection To Claim, a copy of the Order Pursuant to 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order"), the proposed order granting the Thirty-Eighth Omnibus Claims Objection, and notice of the deadline for responding to the Thirty-Eighth Omnibus Claims Objection. No other or further notice of the Thirty-Eighth Omnibus Claims Objection is necessary.

B. This Court has jurisdiction over the Thirty-Eighth Omnibus Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334. The Thirty-Eighth Omnibus Claims Objection is a core proceeding under 28 U.S.C. § 157(b)(2). Venue of these cases and the Thirty-Eighth Omnibus Claims Objection in this district is proper under 28 U.S.C. §§ 1408 and 1409.

C. The Claims~~s~~ listed on Exhibit A asserts~~s~~ a liability based on ownership of Delphi Corporation common stock, which constitutes an equity interest in Delphi Corporation, but does not constitute a claim against the Debtors (the "Equity Interests").

D. The Claims listed on Exhibit B assert liabilities and dollar amounts for which the Debtors are not liable and that are not owing pursuant the Reorganized Debtors' books and records (the "Books and Records Claims").

² Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

E. The Claims listed on Exhibit C were not timely filed pursuant to the Bar Date Order (the "Untimely Claims").

F. The Claims listed on Exhibit D assert liabilities in connection with the Debtors' pension plans, employee benefit programs, and post-retirement health and life insurance benefit programs that have been cancelled and for which the Debtors are not liable (the "Pension, Benefit, And OPEB Claims").

G. The Claims listed on Exhibit E were filed by individual current or former employees for workers' compensation benefits that asserted liabilities or dollar amounts for which the Debtors are not liable and that are not owing pursuant to the Reorganized Debtors' books and records (the "Workers' Compensation Claims").

H. The Claims listed on Exhibit F assert liabilities that the Reorganized Debtors propose to allow either because the proposed allowed amount and class and the Debtor against which the Claim is proposed to be allowed matches the Reorganized Debtors' books and records or the proposed allowance constitutes a reasonable compromise (the "Allowed Claims").

1. Exhibit G hereto sets forth the formal name of the Debtor entity and its associated bankruptcy case number referenced on Exhibit F. Exhibit H sets forth each of the Claims referenced on Exhibits A, B, C, D, E, F, G-1, G-2, G-3, and G-4 in alphabetical order by Claimant and cross-references each such Claim by (a) proof of claim number and (b) basis of objection.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED
THAT:

2. ~~1. Each of the~~The Equity Interests listed on Exhibit A hereto is hereby disallowed and expunged in its entirety.

3. ~~2.~~ Each Books and Records Claim listed on Exhibit B hereto is hereby disallowed and expunged in its entirety.

4. ~~3.~~ Each Untimely Claim listed on Exhibit C hereto is hereby disallowed and expunged in its entirety.

5. ~~4.~~ Each Pension, Benefit, And OPEB Claim listed on Exhibit D hereto is hereby disallowed and expunged in its entirety.

6. ~~5.~~ Each Workers' Compensation Claim listed on Exhibit E hereto is hereby disallowed and expunged in its entirety.

7. ~~6.~~ Each Allowed Claims listed on Exhibit F hereto is hereby allowed to reflect the amount, classification, and Debtor listed in the "Claim As Allowed" column of Exhibit F.

~~7. — Exhibit G hereto sets forth the formal name of the Debtor entity and its associated bankruptcy case number referenced on Exhibits A, B, C, D, E, and F. Exhibit H sets forth each of the Claims referenced on Exhibits A, B, C, D, E, and F in alphabetical order by Claimant and cross references each such Claim by (a) proof of claim number and (b) basis of objection.~~

8. With respect to each Claim for which a Response to the Thirty-Eighth Omnibus Claims Objection has been filed and served, as listed on Exhibits G-1, G-2, G-3, and G-4 hereto, and which has not been resolved by the parties, the hearing regarding the objection to such Claims shall be adjourned to a future date to be noticed by the Reorganized Debtors consistent with and subject to the Claims Objection Procedures Order; provided, however, that such adjournment shall be without prejudice to the Reorganized Debtors' right to assert that any such Response was untimely or otherwise deficient under the Claims Objection Procedures Order.

9. ~~8.~~ Entry of this order is without prejudice to the Reorganized Debtors' rights to object, on any grounds whatsoever, to any other claims in these chapter 11 cases or to further object to Claims that are the subject of the Thirty-Eighth Omnibus Claims Objection except as such claims may have been settled and allowed.

10. ~~9.~~ This Court shall retain jurisdiction over the Reorganized Debtors and the holders of Claims subject to the Thirty-Eighth Omnibus Claims Objection to hear and determine all matters arising from the implementation of this order.

11. ~~10.~~ Each of the objections by the Reorganized Debtors to each Claim addressed in the Thirty-Eighth Omnibus Claims Objection and attached hereto as Exhibits A, B, C, D, E, and F constitutes a separate contested matter as contemplated by Fed. R. Bankr. P. 9014. This order shall be deemed a separate order with respect to each Claim that is the subject of the Thirty-Eighth Omnibus Claims Objection. Any stay of this order shall apply only to the contested matter which involves such Claim and shall not act to stay the applicability or finality of this order with respect to the other contested matters covered hereby.

12. ~~11.~~ Kurtzman Carson Consultants LLC is hereby directed to serve this order, including exhibits, in accordance with the Claims Objection Procedures Order.

Dated: New York, New York
December ___, 2009

UNITED STATES BANKRUPTCY JUDGE

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